

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re	)	Chapter 11
	)	
RESIDENTIAL CAPITAL, LLC, et. al.	)	Case No. 12-12020 (MG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Docket Ref. Nos. 530, 874, 1060, 1342 &amp; 1899</b>

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**FIFTH SUPPLEMENTAL DECLARATION OF  
HARVEY R. KELLY OF ALIXPARTNERS, LLP AS  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET AL.**

I, Harvey R. Kelly, declare, pursuant to section 1746 of title 28 of the United States Code, as follows:

1. I am a managing director of AlixPartners, LLP (together with its parent and subsidiary-affiliates, “**AlixPartners**”), which has a place of business at 2000 Town Center, Suite 2400, Southfield, Michigan 48075.

2. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

3. I am filing this fifth supplemental declaration to supplement my original declaration (the “**Original Declaration**”), executed on June 27, 2012, my supplemental declaration (the “**Supplemental Declaration**”), executed on July 23, 2012, the *Supplemental Declaration of Alan D. Holtz*, executed on August 8, 2012, my second supplemental declaration (the “**Second Supplemental Declaration**”), executed on September 4, 2012, and my third supplemental declaration executed on October 12, 2012 (the “**Third Supplemental Declaration**”), and my fourth supplemental declaration executed on February 15, 2013 (the “**Fourth Supplemental Declaration**”) all in support of the application (the “**Application**”),

dated June 27, 2012, of the Official Committee of Unsecured Creditors of Residential Capital, LLC, et al. (the “**Committee**”) for entry of an order authorizing the Committee to employ and retain AlixPartners, LLP as financial advisors pursuant to sections 328 and 1103 of chapter 11 of title 11 of the Bankruptcy Code and under the terms and conditions set forth in the Application.

4. On August 10, 2012, this Court entered an Order Authorizing the Retention and Employment of AlixPartners, LLP as Financial Advisor to the Committee *Nunc Pro Tunc* to May 21, 2012 (the “**Retention Order**”).

5. In the Original Declaration and the Supplemental Declaration, AlixPartners reserved the right to supplement its declarations in the event that AlixPartners discovered any facts bearing on AlixPartners’ employment by the Committee. Accordingly, AlixPartners would like to disclose the following:

- Barclays Bank, PLC (“Barclays”), a creditor to the Debtors, is a current AlixPartners client in matters unrelated to the Debtors.
- Bradley Arant Boult Cummings LLC (“Bradley Arant”), a professional in interest in this bankruptcy matter, is a professional in interest to former AlixPartners clients in matters unrelated to the Debtors. Bradley Arant is a former AlixPartners clients in matters unrelated to the Debtors. Bradley Arant is a vendor to AlixPartners.
- Curtis-Mallet Prevost, Colt & Mosle, LLP, a professional in interest in this bankruptcy matter, is a professional in interest to current and former AlixPartners clients in matters unrelated to the Debtors. Curtis-Mallet Prevost, Colt & Mosle, LLP is a material contract party to a current AlixPartners client in matters unrelated to the Debtors.

- Dorsey & Whitney LLP, a professional in this bankruptcy matters, is a professional in interest and client counsel to former AlixPartners clients in matters unrelated to the Debtors.

- EPIQ Bankruptcy Solutions LLC, a professional in interest in this bankruptcy matter, is a professional in interest to current and former AlixPartners clients in matters unrelated to the Debtors.

- Eric Feldstein, a director with Ally Bank, is also a director to a former AlixPartners client in matters unrelated to the Debtors.

- FTI Consulting, Inc, (“FTI”), a professional in interest in this bankruptcy matter is a current AlixPartners client in matters unrelated to the Debtors. Additionally, AlixPartners has entered into a subcontract arrangement with FTI, to permit former FTI employees to continue to provide services as an independent contractor to FTI, with fees and expenses to be billed on a pass-through basis to FTI, all in matters unrelated to the Debtors.

- HSBC Bank USA, National Association, a trustee in this bankruptcy matter, is affiliated with an entity that is a current AlixPartners client in matters unrelated to the Debtors.

- KPMG LLP, a professional in interest in this bankruptcy matter, is a former AlixPartners client in matters unrelated to the Debtors. KPMG is a co-client to a former AlixPartners engagement in matters unrelated to the Debtors. KPMG is a professional in interest, adverse party, material contract party and creditor to current and former AlixPartners clients in matters unrelated to the Debtors. KPMG provides auditing services to AlixPartners. KPMG is an AlixPartners vendor in matters unrelated to the Debtors. Additionally, KPMG previously employed several current AlixPartners employees.

- Orrick, Herrington & Sutcliffe, a professional in interest in this bankruptcy matter, is client counsel and opposing counsel to former AlixPartners clients in matters unrelated to the Debtors, and also performs legal services for an affiliate of AlixPartners in matters unrelated to the Debtors. Orrick, Herrington & Sutcliffe is a former AlixPartners client in matters unrelated to the Debtors.

- Pepper Hamilton LLP, a professional in interest in this bankruptcy matter, is a former AlixPartners client in matters unrelated to the Debtors. Pepper Hamilton LLP is a professional in interest and adverse party to current and former AlixPartners clients in matters unrelated to the Debtors. Pepper Hamilton LLP is a vendor to AlixPartners. Pepper Hamilton LLP is the previous employer of a current AlixPartners employee.

- Secure-24, a notice of appearance party in this bankruptcy matter, is a vendor to AlixPartners.

- UMB Bank N.A., a notice of appearance party in this bankruptcy matter, is a significant shareholder to a current AlixPartners client in matters unrelated to the Debtors.

6. AlixPartners continues to reserve the right to supplement its disclosures in the event that AlixPartners discovers any facts bearing on matters regarding AlixPartners' employment by the Committee. If any new material relevant facts or relationships are discovered or arise, AlixPartners will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

I declare under penalty of perjury pursuant to 28 U.S.C. §1746 that the foregoing is true and correct.

/s/ *Harvey R. Kelly*

Harvey R. Kelly

Dated this 17th day of May, 2013